

To: "Mack, Karyllan Dodson" [Karyllan.Mack@klgates.com]
Cc: []
Bcc: []
From: CN=Sarah Flanagan/OU=R2/O=USEPA/C=US
Sent: Thur 6/14/2012 7:36:13 PM
Subject: Re: FW: RM 10.9 settling parties
[0614 AOC proposed final revised revised caption.docx](#)
[Appendix A rev.pdf](#)
bonni.kaufman@hklaw.com
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Great. Here is the revised caption and the revised Appendix A.

From: "Mack, Karyllan Dodson" <Karyllan.Mack@klgates.com>
To: Sarah Flanagan/R2/USEPA/US@EPA
Date: 06/14/2012 03:11 PM
Subject: FW: RM 10.9 settling parties

Sarah,

Here's the final language. You can disregard the signature page for Quala.

Quality Carriers, Inc. as successor to Chemical Leaman Tank Lines, Inc. and Quality Carriers, Inc.'s corporate affiliates and parents

From: Mack, Karyllan Dodson
Sent: Thursday, June 14, 2012 1:39 PM
To: 'Bonni.Kaufman@hklaw.com'
Subject: FW: RM 10.9 settling parties
Importance: High

Bonni,

I believe your proposed revision (which I bolded and underlined below) captures Quala as a Quality Carriers corporate affiliate?

We would just need to add "corporate" in place of "its" on the caption and Appendix? I think that this is what Sarah intended to do but just made a typo. Therefore, I suggest telling Sarah to use the Proposed Revision below.

Thanks.
Karyllan

From: Bonni.Kaufman@hklaw.com [mailto:Bonni.Kaufman@hklaw.com]
Sent: Tuesday, June 12, 2012 11:35 AM

To: Mack, Karyllan Dodson
Cc: Bonni.Kaufman@hklaw.com
Subject: RE: RM 10.9 settling parties

Karyllan -

I have attached excerpts from Quality Carriers, Inc.'s and Quala System's Answer to the third party complaint in NJDEP v. Occidental Chemical Corp, et. al. v. 3M Company, which admits that Quality Carriers, Inc. operated a trucking terminal and tank truck washing facility at the Chemical Leaman Site from approximately 1970 and that from January 1, 1993 Quala Systems, Inc. operated a tank truck washing facility on the Chemical Leaman Site. The Chemical Leaman site is located at 80 Doremus Avenue in Newark and is the subject of EPA's General Notice Letter for the LPRSA. EPA has alleged that Quality Carriers, Inc. is the successor of Chemical Leaman Tank Lines, Inc. and Quality Carriers, Inc. does not dispute that allegation.

Quality Carriers, Inc. and Quala Systems, Inc. are corporate affiliates and are both indirect subsidiaries of Quality Distribution, Inc.

Alternatively, the caption of the current AOC could be changed as follows:

Original -- Quality Carriers, Inc. as successor to Chemical Leaman Tank Lines, Inc., its affiliates and parents;
Proposed Revision: Quality Carriers, Inc. as successor to Chemical Leaman Tank Lines, Inc. and Quality Carriers, Inc.'s corporate affiliates and parents.

Please let me know what additional information EPA may need.

Thank you,
Bonni
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Partner
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From: Mack, Karyllan Dodson [mailto:Karyllan.Mack@klgates.com]
Sent: Friday, June 01, 2012 11:29 AM
To: DeStefano, Lou M. (Chevron); Kaufman, Bonni F (WAS - X72547); Coggon, Katheryn; Holsinger, John (Tate & Lyle); Goldstein, Corinne A. (Vulcan)
Cc: Hyatt, Jr., William; Mack, Karyllan Dodson
Subject: FW: RM 10.9 settling parties

Lou and Bonni -- Please see Sarah's request below for additional information regarding the settling parties to be named on the RM 10.9 AOC.

Katheryn, John and Corinne -- I'm not sure what Sarah is looking for with respect to the name changes. However, in light of her understanding of the Stanley name change based on the merger, I'm assuming that a few sentences explaining how or why the change came about should be sufficient.

Please let me know if you have any questions.

Karyllan

From: Sarah Flanagan [mailto:Flanagan.Sarah@epamail.epa.gov]

Sent: Friday, June 01, 2012 11:19 AM
To: Mack, Karyllan Dodson
Subject: Re: RM 10.9 settling parties
Karyllan,

Yes, please ask them to prepare additional information.

When we were in the final months of negotiating the RI/FS AOC in 2007, and simultaneously completing the second amendment to the Section 122(h) agreement, a number of parties asked to add affiliated companies even though in some instances EPA had not issued notice letters to those affiliated companies. So that EPA could understand the basis for the requests, Bill Hengemihle prepared an explanation of the nexus of these affiliated companies, as well as their relationship to the already-named parties. EPA and DOJ reviewed the explanation, and we discussed the details internally and with the CPG. Ultimately, we determined that it would be acceptable to change the caption and the list of settling parties, and we also issued notice letters to companies that had not already received them and that we determined had a sufficient nexus to the River to be considered PRPs in their own right.

EPA would like the same kind of information about Quala Systems, Inc. and TRMI-H LLC. The third party complaints filed in the state litigation are not necessarily informative about the nexus of the named parties, and EPA does not necessarily know if the facts alleged in the complaints are accurate. We need to understand the corporate relationships as well. Please ask counsel to provide a short written explanation of what the companies did, when they did it, and what their relationships are with the already-named settling parties. As was the case in Bill Hengemihle's letter of April 27, 2007, a paragraph of two should be sufficient for each request.

Also, this is probably a good time for me to ask about the name changes for Celanese Ltd. (name changed to "CNA Holdings LLC"). Tate & Lyle Ingredients America, Inc. (name changed to "Tate & Lyle Ingredients America, LLC"), and Vulcan Materials Company (name changed to Vulcan Legacy Corp.). I am up to speed on The Stanley Works changing to Stanley Black & Decker as a result of the merger so nothing more needed on that front.

Thank you. I am available to discuss this if will be helpful.

-Sarah

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